

Privacy Act Statement. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, dissemination report, copy of political propaganda or other document or information filed with the Attorney General under this act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, D.C. One copy is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of such documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. Finally, the Attorney General transmits an annual report to the Congress on the Administration of the Act which lists the names of all agents and the nature, sources and content of the political propaganda disseminated or distributed by them. This report is available to the public.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .49 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Criminal Division, U.S. Department of Justice, Washington, D.C. 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

*Furnish this exhibit for EACH foreign principal listed in an initial statement  
and for EACH additional foreign principal acquired subsequently.*

1. Name and address of registrant Debevoise & Plimpton 875 Third Avenue New York, New York 10014	2. Registration No. 3527
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3. Name of foreign principal Hoylake Investments Limited	4. Principal address of foreign principal 41 Cedar Avenue P. O. Box 1179 Hamilton 5-24 BERMUDA
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5. Indicate whether your foreign principal is one of the following type:

- ☐ Foreign government
- ☐ Foreign political party
- ☐ Foreign or ☐ domestic organization: If either, check one of the following:
- |   |  |
|---|--|
| <input type="checkbox"/> Partnership            | <input type="checkbox"/> Committee             |
| <input checked="" type="checkbox"/> Corporation | <input type="checkbox"/> Voluntary group       |
| <input type="checkbox"/> Association            | <input type="checkbox"/> Other (specify) _____ |
- ☐ Individual—State his nationality \_\_\_\_\_

6. If the foreign principal is a foreign government, state: N/A

- a) Branch or agency represented by the registrant.
- b) Name and title of official with whom registrant deals.

7. If the foreign principal is a foreign political party, state: N/A

- a) Principal address
- b) Name and title of official with whom registrant deals.
- c) Principal aim

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8. If the foreign principal is not a foreign government or a foreign political party,

a) State the nature of the business or activity of this foreign principal

**Hoylake Investments Limited was organized specifically for the purpose of acquiring shares in B.A.T. Industries PLC, an English public company. Hoylake Investments Limited is not engaged in any business other than in connection with the acquisition of shares in B.A.T. Industries PLC.**

b) Is this foreign principal

Owned by a foreign government, foreign political party, or other foreign principal ..... Yes ☐ No ☒

Directed by a foreign government, foreign political party, or other foreign principal ..... Yes ☐ No ☒

Controlled by a foreign government, foreign political party, or other foreign principal ..... Yes ☐ No ☒

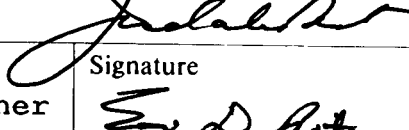
Financed by a foreign government, foreign political party, or other foreign principal ..... Yes ☐ No ☒

Subsidized in whole by a foreign government, foreign political party, or other foreign principal ..... Yes ☐ No ☒

Subsidized in part by a foreign government, foreign political party, or other foreign principal ..... Yes ☐ No ☒

9. Explain fully all items answered "Yes" in Item 8(b). (If additional space is needed, a full insert page may be used.)

10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

Date of Exhibit A	Judah Best, Partner	Signature
September 11, 1989	Eric D. Roiter, Partner	

**INSTRUCTIONS:** A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements; or, where no contract exists, a full statement of all the circumstances by reason of which the registrant is acting as an agent of a foreign principal. This form shall be filed in triplicate for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

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Name of Registrant

Debevoise & Plimpton

Name of Foreign Principal

Hoylake Investments Limited

Check Appropriate Boxes:

1. ☐ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach three copies of the contract to this exhibit.
2. ☐ There is no formal written contract between the registrant and foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach three copies of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.

3. ☒ The agreement or understanding between the registrant and the foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and the expenses, if any, to be received.

Registrant performs legal services, including those specifically described below, for the foreign principal as requested or required, with the understanding that registrant will be compensated according to the time spent by the individual attorneys who perform such services, based primarily on the firm's normal time charge rates for services of this type. In addition, registrant will be reimbursed for all normal and reasonable out-of-pocket expenses incurred in connection with such services. This agreement with the registrant has no specific term and may be terminated at any time at the option of the foreign principal.

4. Describe fully the nature and method of performance of the above indicated agreement or understanding.

Registrant will perform legal research, policy analysis, lobbying and other counseling services in response to requests by the foreign principal. Moreover, registrant will consult on a regular basis with employees of the foreign principal with respect to tasks assigned.

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5. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

Registrant will research legal and policy issues relating to the foreign principal's acquisition of shares in B.A.T. Industries Plc ("BAT") and of the foreign principal's indirect acquisition of U.S. insurance operations owned or managed by U.S. indirect subsidiaries of BAT. Registrant will prepare memoranda and other written materials relating to such acquiring of shares. The registrant may make presentations utilizing or based on such written materials to the members and staff of the Congress, to officials of the executive branch, state and local officials and other industry or public groups.

6. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act?<sup>1</sup>  
Yes ☒ No ☐

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

Registrant may meet, as necessary or appropriate, with staff and members of the legislative branch, officials of the executive branch, state and local officials, or with industry or public groups to discuss and advocate positions relating to the foreign principal's acquisition referred to in response to No. 5 above. Registrant may provide advice relating to (i) the acquisition of shares of BAT; and (ii) the need for written or other material intended for dissemination to the general public or other interested parties. Registrant may prepare certain such written materials.

Date of Exhibit B

September 11, 1989

Judah Best, Partner  
Name and Title

Eric D. Roiter, Partner

Signature

<sup>1</sup>Political activity as defined in Section 1(o) of the Act means the dissemination of political propaganda and any other activity which the person engaging therein believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, persuade, or in any other way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.